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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re:

SEARS HOLDINGS CORPORATION, *et al.*,

Debtors.

|
Chapter 11

|
Case No. 18-23538 (RDD)

|
(Jointly Administered)
|
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**JOINDER OF CERTAIN NW PROPERTIES LANDLORDS TO OBJECTION OF
VARIOUS LANDLORDS**

NW Centennial LLC, NW 51st Street LLC, NW Springs LLC, NW Northgate II LLC,
and NW Gaithersburg LLC (together, the “NW Properties Landlords”), by and through their
undersigned counsel, file this joinder (the “Joinder”) to the *Objection of Various Landlords to
Notices of Filing of Revised Proposed Order (I) Approving the Asset Purchase Agreement
Among Sellers and Buyer (II), Authorizing the Sale of Certain of the Debtors’ Assets Free and*

Clear of Liens, Claims, Interests and Encumbrances, (III) Authorizing the Assumption and Assignment of Certain Executory Contracts, and Leases in Connection Therewith and (IV) Granting Related Relief [D.N. 2380 and 2380-1] (the “Objection”), whereby certain landlords objected to the First Revised Proposed Sale Order and the Second Revised Proposed Sale Order proposed by the Debtors, and filed as Exhibit A to the Objection their own redlined Landlord Proposed Sale Order.

BACKGROUND

1. On October 15, 2018, the above-captioned debtors and debtors-in-possession (together, the “Debtors”) filed voluntary petitions for relief under chapter 11 of title 11 of the United States Code.

2. The NW Properties Landlords are the lessors under five leases with the Debtors (together, the “Leases”). The Leases are for premises at the following locations:

| <u>Landlord</u> | <u>Leased Premises</u> |
|---------------------|------------------------|
| NW Centennial LLC | Centennial, CO |
| NW 51st Street LLC | Pittsburgh, PA |
| NW Springs LLC | Colorado Springs, CO |
| NW Northgate II LLC | Durham, NC |
| NW Gaithersburg LLC | Gaithersburg, MD |

3. On January 18, 2019, the Debtors filed the *Notice of Cure Costs and Potential Assumption and Assignment of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction* (the “First Cure Notice”) [D.N. 1731], proposing, among other things, to potentially assume and assign the Gaithersburg lease. In addition, on January 23, 2019, the Debtors filed the *Supplemental Notice of Cure Costs and Potential Assumption and Assignment*

of Executory Contracts and Unexpired Leases in Connection with Global Sale Transaction (the Second Cure Notice) [D.N. 1774], proposing, among other things, to potentially assume and assign the remaining four leases of the NW Properties Landlords. All of this is in connection with the Global Asset Sale Transaction as defined in the First Cure Notice and the Second Cure Notice.

4. The NW Properties Landlords timely objected to the First Cure Notice and the Second Cure Notice [D.N. 2056 and 2230].

JOINDER

5. On February 4, 2019, certain landlords filed the Objection, raising various issues of concern to landlords generally with regard to the Global Asset Sale Transaction and the proposed orders submitted by the Debtors in relation to the same. The Objection is consistent with the objections previously filed by the NW Properties Landlords [D.N.2056 and 2230], and is accompanied by the Landlord Proposed Sale Order -- a revised and redlined version of the Debtors' proposed sale order which addresses the global concerns of the landlord group. For the reasons set forth therein, the NW Properties Landlords join in that Objection and endorse the Landlord Proposed Sale Order.

6. Moreover, the NW Properties Landlords join in the objections to the Debtors' requested relief filed by other landlords and parties-in-interest to the extent they are not inconsistent with the Objection and this Joinder.

RESERVATION OF RIGHTS

7. The NW Properties Landlords expressly reserve any and all rights to supplement or amend this Joinder and make any other objections to further relief sought by the Debtors, including in relation to any proposed rejection, assumption, assumption and assignment, or sale

of any of the Leases.

CONCLUSION

WHEREFORE, the NW Properties Landlords respectfully request that this Court enter an order: (a) sustaining the Objection and this Joinder; (b) modifying the relief request by the Debtors to address the issues raised; and (c) granting the NW Properties Landlords such other and further relief as this Court deems just and appropriate under the circumstances.

Dated: February 5, 2019

Respectfully submitted,

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